

II.
Parties

2. Humphreys & Partners Architects, L.P. (“Plaintiff” or “HPA”) is a Texas limited partnership with its principal place of business and headquarters located at 5339 Alpha Road, Suite #300, Dallas, Texas 75240.

3. HPA Design & Partners (Viet Nam) Company Limited d/b/a HPA + BKV Vietnam has its registered office at Imperial Suites Building, 6th Floor, Alley 40 Van Bao, Lieu Giai Ward, Ba Dinh District, Ha Noi, Vietnam. Defendant may be served with summons and a true and correct copy of this Complaint by serving it through the Hague Convention at the Vietnam Central Authority, Ministry of Justice, International Law Department, 60 Tran Phu Street, Ba Dinh District, Ha Noi City, Viet Nam.

4. Johnathan Delcambre resides in Dallas, Texas and may be served at his residence located at 973 N. Rustic Cir., Dallas, Texas 75218, or wherever he may be found.

5. Nguyen Viet Thang resides in Vietnam. Defendant may be served with summons and a true and correct copy of this Complaint by serving it through the Hague Convention at the Vietnam Central Authority, Ministry of Justice, International Law Department, 60 Tran Phu Street, Ba Dinh District, Ha Noi City, Viet Nam.

6. Pham Duc Tue resides in Vietnam. Defendant may be served with summons and a true and correct copy of this Complaint by serving it through the Hague Convention at the Vietnam Central Authority, Ministry of Justice, International Law Department, 60 Tran Phu Street, Ba Dinh District, Ha Noi City, Viet Nam.

7. Nguyen Thanh Huyen resides in Vietnam. Defendant may be served with summons and a true and correct copy of this Complaint by serving it through the Hague Convention at the

Vietnam Central Authority, Ministry of Justice, International Law Department, 60 Tran Phu Street, Ba Dinh District, Ha Noi City, Viet Nam.

8. Boarman Kroos Vogel Group, Inc. (“BKV Group”) is a Minnesota corporation conducting business in Texas. BKV maintains an office at 1412 Main Street, Adolphus Tower, Suite 700, Dallas Texas 75202. BKV may be served through its registered agent, Carl Price, 1412 Main St., Ste. 700, Dallas, Texas 75202, or wherever he may be found.

III.

Jurisdiction and Venue

9. This Court has subject matter jurisdiction of this case under 28 U.S.C. § 1338 because this action arises under federal trademark law, 17 U.S.C. § 101 et seq. This Court has jurisdiction over the related state-law claims under 28 U.S.C. § 1367.

10. Venue is proper in this District under 28 U.S.C. § 1441 because HPA’s principal place of business is in Dallas County, Texas and all relevant corporate documents were prepared in Dallas County, Texas. BKV Group maintains an office at 1412 Main Street, Adolphus Tower, Suite 700, Dallas, Texas 75202. Delcambre resides in Dallas, Texas. With HPA Design & Partners (Viet Nam) Company Limited d/b/a HPA + BKV Vietnam holding itself out as a business partner with HPA and BKV Group, HPA Design & Partners (Viet Nam) Company Limited d/b/a HPA + BKV Vietnam and its owners (Nguyen Viet Thang, Pham Duc Tue, and Nguyen Thanh Huyen) have the required minimum contacts with Texas and has purposefully availed itself to this Court’s jurisdiction.

IV.

HPA Trademark

11. HPA is the owner of Trademark Serial Number 98081756 and registration number 7374502 and other registration and common law trademarks belonging to the Plaintiff. Defendants

have infringed the mark either by direct use of HPA's mark or by use of anacronyms or clear derivations of the mark.

V.
Trade and Interstate Commerce

12. The activities of HPA Design & Partners (Viet Nam) Company Limited d/b/a HPA + BKV Vietnam ("HPA + BKV Vietnam") are within the flow of and substantially affected by interstate and international commerce, namely without the approval or knowledge HPA, HPA + BKV Vietnam, in concert with BKV Group, Johnathan Delcambre, Nguyen Viet Thang, Pham Duc Tue, and Nguyen Thanh Huyen, is conducting business in violation of its Registration Certificate and Charter throughout Vietnam under the name and business goodwill of HPA with one of HPA's domestic competitors—BKV Group.

13. HPA + BKV Vietnam's actions described herein have a direct, substantial, and reasonably foreseeable impact on United States trade and commerce internationally, including, but not limited to, Vietnam. The continued egregious actions of HPA + BKV Vietnam have opened HPA to an incalculable risk both in liability and business goodwill. Given the scope of HPA-Vietnam's unauthorized actions, HPA's potential damages easily exceeds \$5 million.

VI.
Facts

HPA decides to invest in a Vietnam-based office.

14. HPA was established in 1991. HPA is North America's leading multifamily architecture design firms. For over 30 years, HPA has provided high-quality, innovative planning, and design services throughout North America. HPA's design concepts are cutting edge and lead the industry. HPA's award-winning designs can be found domestically from California to Massachusetts and in countries across the globe.

15. HPA's headquarters is in Dallas, Texas, but HPA has U.S. affiliated offices in Costa Mesa, California; Chicago, Illinois; Houston, Texas; New Orleans, Louisiana; and Orlando, Florida. HPA also has an international affiliated office in Uruguay.

16. In 2014 and 2015, HPA saw the benefit of extending its international presence into Vietnam. Vietnam has a robust economy with strong political and economic ties to the United States, which made Vietnam an ideal expansion choice.

17. On or about April 2, 2015, HPA conducted a Special Meeting of the Partners to approve the establishment and registration for an HPA-owned and operated company in Vietnam. HPAT, LLC, as HPA's General Partner, and Mark E. Humphreys as HPA's Limited Partner conducted the Special Meeting. The Vietnam-based entity's proposed name was Humphreys & Partners Architects (Vietnam) Co. Ltd. ("HPA-Vietnam"). Delcambre is a citizen of the United States of America and was an HPA employee at that time. Delcambre was heavily involved with the opening of HPA-Vietnam and regularly visited and worked in Vietnam.

HPA complies with the requirements of Vietnam to open HPA-Vietnam

18. HPA expended significant capital in the formation of HPA-Vietnam. HPA submitted a Request for Investment Certificate and Explanatory Statement in the Ability to Satisfy Investment Conditions to The People's Committee of Hanoi City, The Department of Planning and Investment of Hanoi City. By HPA Special Meeting of the Partners, HPA also submitted an Explanatory Statement on the Ability to Satisfy Investment Conditions to the Vietnam government, pursuant to the requirements of the Enterprise Law of the National Assembly of Vietnam, with Nguyen Viet Thang appointed as the Authorized Representative to represent HPA-Vietnam. HPA was and is the sole legal and beneficial owner of HPA-Vietnam.

19. HPA-Vietnam was first registered through the People's Committee of Hanoi City Department of Planning and Investment and the Socialist Republic of Vietnam on August 17, 2015 (the "Registration Certificate"). The Registration Certificate specifically states that HPA-Vietnam, under the ownership of HPA, is authorized to provide: (1) consultancy and drafted architecture services; (2) designing architecture services; (3) managing contract services; (4) designing architecture and managing contract services; and (5) other architectural services. The Registration Certificate was issued by the PP. Director Deputy Director, Vu Duy Tuan.

20. The Registration Certificate duration was for 10 years. HPA is the only Investor listed on the Registration Certificate. Under the Registration Certificate, and pursuant to the law of Vietnam and the international agreements in which Vietnam is a member, HPA is responsible for reporting on the investment activities according to Article 71 Law on Investment, which includes updating adequately, promptly, accurately relevant information on the National Investment Information System according to Article 70 Law on Investment. As sole owner and Investor in HPA-Vietnam, HPA is subject to the laws of Vietnam regarding government examination and supervision.

21. The Department of Planning and Investment Ha Noi City Division of Business Registration issued a Certificate of Enterprise Registration Single-Member Limited Liability Company (Code of Enterprise: 0107004180) dated September 24, 2015 for HPA-Vietnam. The Charter of HPA-Vietnam became effective at that time. The Charter provides that HPA-Vietnam was established with 100% HPA capital pursuant to the laws of Vietnam.

22. On February 25, 2016, HPA issued a resolution on behalf of HPA-Vietnam, pursuant to the Law on Enterprises promulgated by the National Assembly of Socialist Republic of Vietnam, proposing the opening of a bank account with Citibank Vietnam for the use of HPA-

Vietnam. HPA also procured liability insurance for HPA-Vietnam at the time of its formation. HPA continues to provide liability insurance for HPA-Vietnam. The liability policy was current through December 2023.

23. Upon information and belief, Delcambre, Nguyen Viet Thang, and BKV Group conspired to cut HPA out of any business in Vietnam. In November 2017, HPA-Vietnam cut off all HPA's access to its computers and servers in Vietnam. Upon information and belief, Delcambre, Nguyen Viet Thang, and BKV Group created email addresses outside HPA's access. Upon information and belief, in or around 2018, HPA-Vietnam discontinued using the authorized bank account through Citibank Vietnam.

24. Upon information and belief, Delcambre, Nguyen Viet Thang, and BKV Group opened one or more unauthorized bank accounts and began conducting business through those accounts. However, in an apparent attempt to keep HPA in the dark, HPA-Vietnam continued to provide financial information through 2020. The last financial information provided to HPA from HPA-Vietnam was from 2020 showing HPA-Vietnam running at a significant loss.

HPA elects to dissolve HPA-Vietnam.

25. Because of the actions described herein by HPA-Vietnam, on November 11, 2022, HPA issued a Unanimous Consent in Lieu of Special Meeting of HPA ("Consent"). This Consent provided for the Dissolution and Wind-Up of HPA-Vietnam. The Consent provided that HPA-Vietnam "shall be dissolved and its affairs wound up"

HPA learns that HPA-Vietnam has "merged" with one of HPA's domestic competitors.

26. In July 2023, a Dallas-based HPA employee discovered a website operated by "HPA + BKV Vietnam." HPA was shocked to discover that HPA-Vietnam, operating outside its Charter and Registration through the People's Committee of Hanoi City Department of Planning

and Investment and the Socialist Republic of Vietnam, had “merged” with BKV Group to create HPA + BKV Vietnam. This unauthorized “merger” was not known to or approved by HPA. HPA + BKV Vietnam is operating out of at least 3 different offices in Vietnam. The headquarters is located in Hanoi, with 2 branch offices in Ho Chi Minh City and Da Nag City. Upon information and belief, BKV Group has not followed any official process in order to conduct business in Vietnam.

27. Below is an image from BKV Group’s website, depicting Delcambre and Nguyen Viet Thang—celebrating the third office opening under this unauthorized “merger” in Ho Chi Minh City:

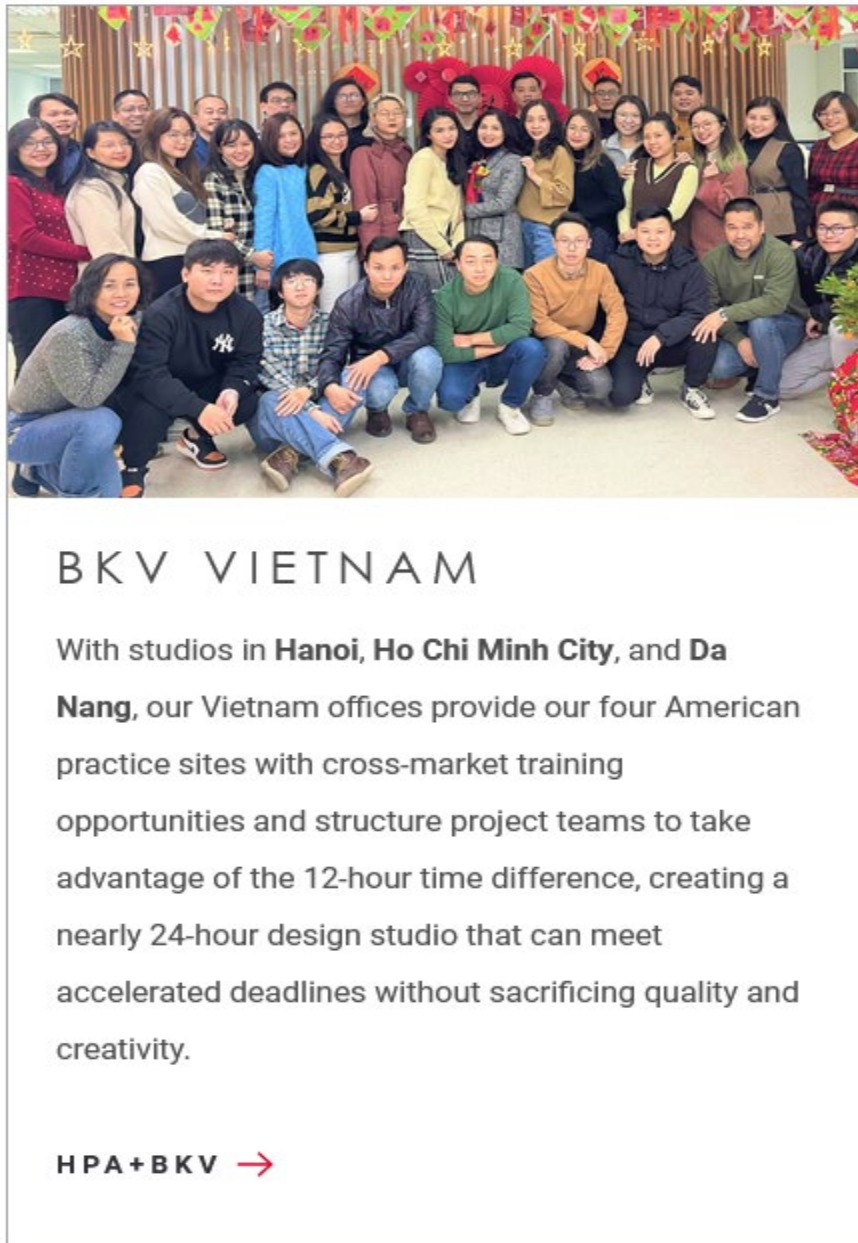


28. Upon information and belief, without the knowledge of HPA, Delcambre conspired with Nguyen Viet Thang to cut HPA out of HPA-Vietnam and partner with BKV Group. On June 8, 2016, with the knowledge or permission of HPA, Nguyen Viet Thang formed HPA & Partners (Viet Nam) Design Company Limited, which operated as HPA + BKV Vietnam. Around this same time, Delcambre resigned from HPA and began working for BKV Group.

29. On November 7, 2022, HPA & Partners (Viet Nam) Design Company Limited changed its name in Vietnam to HPA Design & Partners (Viet Nam) Company Limited. As of September 7, 2020, HPA Design & Partners (Viet Nam) Company Limited is owned by Nguyen Viet Thang (75%), Pham Duc Tue (15%), and Nguyen Thanh Huyen (10%).

30. Delcambre, Nguyen Viet Thang, Pham Duc Tue, Nguyen Thanh Huyen, and BKV Group conspired to capitalize on HPA's name and reputation while cutting HPA out of the business operation, management, and profits. All the while, HPA is exposed to considerable liability as HPA + BKV Vietnam continues to operate and benefit from HPA's intellectual property and business goodwill.

31. BKV Group's website touts "HPA + BKV" as having "studios in Hanoi, Ho Chi Minh City, and Da Nang, our Vietnam offices provide our four American practice sites with cross-market training opportunities and structure project teams to take advantage of the 12-hour time difference, creating a nearly 24-hour design studio that can meet accelerated deadlines without sacrificing quality and creativity."



32. HPA had no knowledge of any of these activities and actions. HPA + BKV Vietnam holds itself out as a partnership with BKV Group, while touting HPA's designs, employees, and business portfolio as its own. Without any authority, HPA + BKV Vietnam and BKV Group hold themselves out as partners with HPA. Nguyen Viet Thang continues to hold himself as an

employee of HPA despite having no connection with HPA. This unauthorized “merger” has significant implications for HPA on a global level.

33. HPA + BKV Vietnam admits that HPA is “is one of the world’s leading design consulting firms with headquarters in Dallas Texas. With more than 30 years of experience, the company has won many prestigious international awards in the categories of mixed houses, high-rise complex buildings” HPA + BVK Vietnam boldly states it has “overcom[e] many challenges, towards building and developing a sustainable company,” while failing to comply with Vietnam law in creating this company. All of these actions and representations were done without any knowledge or consultation with HPA.

34. HPA + BKV Vietnam intends to extend its footprint within Vietnam and the U.S., holding itself out as “one of the leading design consulting companies and has a series of projects that have been and are being implemented in all provinces and cities [in Vietnam]”. Below is a section of the HPA + BKV Vietnam website touting its unauthorized practices:

HPA + BKV: Bringing value to life and building a sustainable community

This combination marks a new step to realizing the long-term goals of HPA-BKV Group: To become a large design consulting company, with a team of talented and experienced domestic and foreign architects, with a diverse range of consulting services, to be able to contribute much to the design and construction industry in two countries, Vietnam – the United States in particular and the world in general.

The link between HPA Vietnam and BKV Group is the ideal intersection of Vietnamese and American design schools and a resonance between two factors: local understanding and cutting-edge knowledge and international experience. These are two very important factors for HPA Vietnam and BKV Group to have successfully implemented many large projects in both countries during the past decade.

In Vietnam, HPA-BKV Group is proud to be one of the leading design consulting companies and has a series of projects that have been and are being implemented in all provinces and cities of the country. Therefore, we have a deep understanding of the diverse characteristics of each locality in terms of people – history – culture – economy... In addition, we always partner with developers in real estate development, understanding market trends, project effectiveness, competitive products, and other community values.

35. HPA resolved to dissolve HPA-Vietnam. Despite that resolution, HPA + BKV Vietnam has acted outside its authority with HPA and the government of Vietnam by continuing to operate under its Registration and partnering with an HPA business competitor in the United States.

36. Defendant's acts are a clear violation of both United States and Vietnam law. HPA + BKV Vietnam has access to HPA's design documents and trade secrets. HPA-Vietnam's unauthorized "merger" with BKV Group exposes HPA to incredible and irreparable harm, risking harm to HPA both in the United States and abroad HPA + BKV Vietnam's disregard for its obligations under its Registration Certificate and Vietnam law place HPA and its intellectual property at risk both in Vietnam and in the United States.

VII.
Causes of Action

Count 1
Trademark Infringement

37. HPA incorporates the factual recitations of paragraphs 11-36 as if fully set forth herein.

38. HPAvietnam.com which is owned by one or more of the Defendants is a direct violation of the trademark of HPA referenced above.

39. The use by Defendants is not limited to a website.

40. Defendants utilize Plaintiff's mark throughout advertising, business, and other ventures throughout Vietnam and internationally.

41. Defendants' use of "HPA" is meant to create a false association between Defendants and Plaintiff.

42. Defendants used this mark with the clear intent to derive a direct benefit from HPA's mark, its reputation, and its significance in the architectural world.

43. HPA did not give Defendants permission to use this mark and certainly did not give any permission to use this mark in perpetuity.

44. Defendants' use of the mark and name of the Plaintiff has benefited Defendants to the detriment of the Plaintiff.

Count 2
Breach of the Charter

45. HPA incorporates the factual recitations of paragraphs 11-36 as if fully set forth herein.

46. The HPA-Vietnam Charter provides that HPA is the sole owner of HPA-Vietnam.

47. As such, pursuant to the Charter, HPA has exclusive control over HPA-Vietnam's decision making, including all strategic and business-related plans. HPA also has control over HPA-Vietnam's organization and structure, along with project selection. HPA also has control over all contracts involving HPA-Vietnam.

48. HPA + BKV Vietnam, BKV Group, Delcambre, Nguyen Viet Thang, Pham Duc Tue, and Nguyen Thanh Huyen have breached the Charter by preventing HPA from exercising its control over HPA-Vietnam. It is now clear that HPA-Vietnam has been operating as a completely separate entity with absolutely no oversight or direction from HPA.

49. HPA + BKV Vietnam, BKV Group, Delcambre, Nguyen Viet Thang, Pham Duc Tue, and Nguyen Thanh Huyen's actions are in clear violation of the Charter and U.S. and Vietnam law.

Count 3
Civil Conspiracy

50. HPA incorporates the factual recitations of paragraphs 11-36 as if fully set forth herein.

51. Each of the Defendants, in a concerted action, conspired to unlawfully infringe HPA's rights in its drawings and marks and business goodwill. Defendants jointly agreed, conspired, and acted in concert to profit from HPA's intellectual property, and business goodwill to deliberately mislead customers and the government of Vietnam to believe that HPA + BKV Vietnam is affiliated with, approved by, and sponsored by HPA and/or to cause initial interest confusion.

52. Defendants' unlawful conduct is neither justified nor privileged.

53. As a direct and proximate result of the civil conspiracy by Defendants, HPA has suffered substantial monetary and non-monetary harm, including actual damages, damages to its reputation, and loss of goodwill.

54. HPA is entitled to all available remedies, including its actual damages, Defendants' profits, enhancement damages, and costs. HPA is further entitled to punitive damages for Defendants' willful and intentional unfair competition.

VIII.
Unjust Enrichment

55. Defendants' use of the name, marks, and likeness of Plaintiff resulted in a benefit to Defendants without a corresponding benefit to the Plaintiff.

56. Upon information and belief, Defendants have received numerous architectural projects, fees, and other benefits by using Plaintiff's name without any corresponding benefit to Plaintiff.

57. There was no contract allowing use of the marks between the parties.

IX.

Common Law Trademark Infringement

58. In addition to the Texas registration owned by Plaintiff as set forth above, Plaintiff owns and uses the mark in various forms and styles in connection with providing services.

59. Plaintiff owns and enjoys common law rights in and to the related mark for services, services which are superior to any rights which Defendants may claim in and to said trademark in any form or style with respect to providing such services and complimentary products and services.

60. Defendants have been, and are using in commerce a reproduction, derivation, anacronym, counterfeit, copy or colorable imitation of Plaintiff's mark in connection with offering for sale or advertising of Defendants' products and services which use dilutes and reduces the value of Plaintiff's good will, and tends to destroy the exclusive association between Plaintiff and its mark.

61. The acts of Defendants are likely to deceive and cause confusion to the public, and to induce the public to believe that Defendants, or their businesses, are in some manner related to, approved by or sponsored by Plaintiff.

62. The sale by Defendants of services under their mark has, and continues to, constitute an infringement of Plaintiff's **common law trademark** rights.

X.

HPA is Entitled to Attorneys' Fees

63. HPA is entitled to attorney's fees based on Chapter 38 of the Texas Civil Practice and Remedies Code.

XI.

Conditions Precedent

64. With respect to all counts, HPA generally avers that all conditions precedent to its rights of recovery have occurred or been performed or have been waived or excused by Defendants.

XII.
Jury Demand

65. HPA demands a trial by jury.

PRAYER

WHEREFORE, PREMISES CONSIDERED, Humphreys & Partners Architect, L.P. respectfully requests the following relief:

1. For actual damages to be determined by a jury;
2. For disgorgement of HPA + BKV Vietnam and BKV Group's profits;
3. For attorneys' fees; and,
4. For such other relief to which Plaintiff may be entitled in law or in equity.

Respectfully submitted,

/s/ T. Micah Dortch

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